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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF HAWAII**
 1132 Bishop Street, Suite 250, Honolulu, Hawaii 96813

Debtor(s): Wing Spirit, Inc.

Case No.: 20-01383

APPLICATION TO EMPLOY PROFESSIONAL*[Attach the professional's verification of disinterestedness and any necessary supplemental statements.]*

Name of Professional:	Jeffrey T. Kucera, K&L Gates, LLP
Type of Professional:	Attorney
To be employed by:	<input type="checkbox"/> Trustee <input checked="" type="checkbox"/> Debtor in Possession <input type="checkbox"/> Committee:
Briefly state need for employment and describe services to be rendered:	See attached Declaration of Jeffrey T. Kucera <input type="checkbox"/> If checked, employment is for specified special purpose under 11 U.S.C. § 327(e).
Reason for selecting this professional:	See attached Declaration of Jeffrey T. Kucera
Terms and conditions of employment:	See attached Declaration of Jeffrey T. Kucera
The undersigned hereby applies for an order approving employment of the above-named professional as described above. To the best of the applicant's knowledge: <i>[Check all that apply]</i>	
<input checked="" type="checkbox"/>	This professional does not hold or represent an interest adverse to the estate, and has no connection with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, except to the extent described in any statement attached to this application.
<input type="checkbox"/>	Employment of this attorney is for a special purpose only; s/he does not represent or hold any interest adverse to the debtor(s) or to the estate with respect to this employment.
<input type="checkbox"/>	Employment is by a committee; the professional does not represent any other entity having an adverse interest in connection with the case.

Date: November 29, 2020/s/ Teijiro Handa, President

Applicant [Print name and sign]

VERIFIED STATEMENT BY PROFESSIONAL

[Attach this statement to the Application to Employ Professional. If filed separately, attach a cover sheet.]

- ☐ I am a disinterested person. I have no connection with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, except to the extent that I may be employed by a trustee in unrelated bankruptcy cases or proceedings.
- ☐ I am an attorney being employed for a special purpose only and do not represent or hold any interest adverse to the debtor(s) or to the estate with respect to this employment.
- ☐ I am being employed by a committee and do not represent any other entity having an adverse interest in connection with this case.
- ☒ The following disclosure is made regarding disinterestedness:

See attached Declaration of Jeffrey T. Kucera

Date: November 29, 2020

/s/ Jeffrey T. Kucera
Professional [Print name and sign]

CHOI & ITO

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Proposed Local Counsel for Debtor and
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WING SPIRIT INC.

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Debtor-in-Possession Wing Spirit Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII**

In re

WING SPIRIT INC.,

Debtor.

Case No. 20-01383

Chapter 11

**DECLARATION OF JEFFREY T. KUCERA IN SUPPORT OF
APPLICATION TO EMPLOY PROFESSIONAL**

I, Jeffrey T. Kucera, submit this declaration (the “Declaration”) pursuant to
28 U.S.C. §1746 in support of the Debtor’s Application to Employ Professional (the

“Application”) for Wing Spirit Inc. (the “Debtor” or “Wing Spirit”), and state as follows:

1. I am an attorney and partner in the law firm of K&L Gates LLP (“K&L Gates”). K&L Gates maintains offices worldwide; I primarily work from offices located at 200 S. Biscayne Blvd., Suite 3900, Miami, Florida. I am familiar with the matter set forth herein and make this affidavit in support of the Debtor’s Application to retain K&L Gates. I am duly licensed to practice before the following courts: all courts of the State of Florida; the U.S. District Courts and Bankruptcy Courts in the Southern, Middle, and Northern Districts of Florida; the U.S. District Court for the District of Colorado; and the United States Court of Appeals for the Ninth and Eleventh Circuits.

2. I have read the foregoing Application, and the statements therein with respect to K&L Gates are true to the best of my knowledge and belief. Terms used herein and not otherwise defined shall have the meanings given them in the Application.

3. In support of the Application, I disclose:

(a) Unless otherwise stated, this Declaration is based upon facts of which I have personal knowledge.

(b) In preparing this affidavit, I have reviewed the list of all creditors and equity security holders of the Debtor, provided to us by the Debtor.

K&L Gates maintains a computerized conflicts check system. K&L

Gates has compared the information obtained thereby with the information contained in its client and adverse party conflicts check system. The facts stated in this Declaration as to the relationship between K&L Gates and the Debtor, the Debtor's creditors, the United States Trustee, other persons employed by the United States Trustee, and those persons who are defined as disinterested persons in Section 101(14) of the Bankruptcy Code, are based on the results of my review of K&L Gates' conflicts check system. Based upon such search, K&L Gates does not represent any entity in any matter involving or adverse to the Debtor which would constitute a conflict of interest or impair the disinterestedness of K&L Gates in respect of its representation of the Debtor herein.

4. K&L Gates' client and adverse party conflicts check system is comprised of records regularly maintained in the course of business by K&L Gates, and it is the regular practice of K&L Gates to make and maintain those records. The system reflects entries that are noted at the time the information becomes known by persons whose regular duties include recording and maintaining this information.

5. K&L Gates neither holds nor represents any interest adverse to the Debtor and is a "disinterested person" within the scope and meaning of Section 101(14) of the Bankruptcy Code.

6. Neither I nor K&L Gates has or will represent any other entity in connection with this case, and neither I nor K&L Gates will accept any fee from any other party or parties in this case, except the Debtor-in-Possession, unless otherwise authorized by the Court.

7. K&L Gates was retained by the Debtor in October 2020. On November 24, 2020, that engagement was expanded to include the preparation and filing of a bankruptcy petition. On November 26, 2020, K&L Gates received \$200,000.00 from Teijiro Handa (the President, Director, and Chief Executive Officer of the Debtor) personally, for the benefit of the Debtor. On November 27, 2020, K&L Gates applied \$25,000.00 of this amount to outstanding invoices and work performed for Wing Spirit. On November 29, prior to filing the voluntary petition commencing this Chapter 11 case, K&L Gates applied \$75,000.00 to its pre-petition fees and expenses, including an estimate of those fees and expenses expected to be incurred through November 29, 2020 along with the Chapter 11 filing fee of \$1,717.00 (the “Prepetition Payment”). As a result, K&L Gates will have a retainer for this Chapter 11 case of \$100,000.00, subject to an adjustment depending on the final reconciliation of pre-petition fees and expenses against the Prepetition Payment (the “Postpetition Retainer”). To that end, promptly after the Petition Date, K&L Gates will reconcile the amounts incurred for fees and expenses pre-petition and to the extent such fees and expenses do not exceed the Prepetition Payment, then K&L Gates shall return such excess by increasing the Postpetition Retainer accordingly.

To the extent that such prepetition fees exceed the Prepetition Payment, then K&L Gates shall waive such excess.

8. The professional fees and costs to be incurred by KJ&L Gates in the course of its representation of the Debtor in this case shall be subject in all respects to the application and notice requirement of 11 U.S.C. §§330 and 331 and Fed. R. Bankr. P. 2014 and 2016. My standard hourly rate is \$960.00; we will utilize my colleagues Emily Mather (\$550 per hour) and Jon Edel (\$705 per hour), as well as local counsel, to maximize efficiencies.

9. There is no agreement of any nature as to the sharing of any compensation to be paid to K&L Gates, except between the attorneys of K&L Gates. No promises have been received by K&L Gates, nor any member or associate thereof, as to any compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

10. No attorney at K&L Gates holds a direct or indirect equity interest in the Debtor, including stock or stock warrants, or has a right to acquire such an interest. No attorney at K&L Gates is or has served as an officer, director, or employee of the Debtor within two years before the Petition Date. No attorney at K&L Gates is in control of the Debtor or is a relative of a director, officer or person in control of the Debtor. No attorney at K&L Gates is a general or limited partner of a partnership in which the Debtor is also a general or limited partner. No attorney at K&L Gates is or has served as an officer, director, or employee of a financial

adviser that has been engaged by the Debtor in connection with the offer, sale or issuance of a security of the Debtors, within two years before the Petition Date. No attorney at K&L Gates has represented a financial advisor of the Debtor in connection with the offer, sale, or issuance of a security of the Debtor within three years before the Petition Date.

11. No attorney at K&L Gates has any other interest, direct or indirect, that may be affected by the propose representation.

12. Except as set forth herein, no attorney at K&L Gates has had or presently has any connection with the above-captioned Debtor or the estate on any matters in which K&L Gates is to be engaged, except that I, K&L Gates, and our attorneys: (i) may have appeared in the past and may appear in the future in other cases in which one or more of said parties may be involved; and (ii) may represent or may have represented certain of the Debtor's creditors in matters unrelated to this case, which are set forth below:

(a) *Protean LLC* is listed as a creditor. K&L Gates has represented Deutsche Bank, and a subsidiary of Deutsche Bank named "Protean Investors Inc." is listed as a party related to Deutsche Bank in K&L Gates' conflicts check system. After investigation, K&L Gates does not believe that Protean LLC is related to Protean Investors, Inc., but discloses the relationship out of an abundance of caution. Further K&L Gates' representation of Deutsche Bank did not relate to the Debtor.

(b) *FedEx Corporation* is listed as a creditor. K&L Gates has represented FedEx Corporation, Federal Express Corporation, Federal Express European Services (a/k/a FedEx Express (EMEA)), FedEx Express Belgium BVBA, FedEx Express FR, and FedEx Ground Package System, Inc. in matters unrelated to the Debtor.

(c) *FIRST Insurance Funding* is listed as a creditor. K&L Gates has represented FIRST Insurance Funding in matters unrelated to the Debtor.

(d) *Henry Schein* is listed as a creditor. K&KL Gates has represented Henry Schein Inc. in matters unrelated to the Debtor.

(e) *KPMG LLP* is listed as a creditor. K&L Gates has represented it and various KPMG entities in other jurisdictions, including KPMG Australia, KPMG Australia Pty Ltds., KPMG Corporate Finance SAS, and KPMG Tax and Advisory Services, all in matters unrelated to the Debtor.

(f) *Mercedes Benz of Honolulu* is listed as a creditor. Mercedes Benz of North America is listed as a “client related party” in a general file number that is not associated with any client. K&L does not represent Mercedes Benz of Honolulu or Mercedes Benz of North America.

- (g) *Lynden International* is listed as a creditor. K&L Gates has represented Lynden Incorporated in matters unrelated to the Debtor.
- (h) *Nishimura & Asahi LP* is listed as a creditor. K&L Gates has represented Nishimura & Asahi LP in matters unrelated to the Debtor.
- (i) *Toshiba America Business Solutions* is listed as a creditor. K&L Gates has represented Toshiba Global Commerce Solutions, Inc. in matters unrelated to the Debtor.
- (j) *Xerox Corporation* is listed as a creditor. K&L Gates has represented various entities associated with Xerox Corporation in unrelated matters, including Conduent Incorporated, Continuum Global Solutions LLC, Fuji Xerox Co., Ltd., Fuji Xerox System Service Co., Ltd., and Fujifilm Sonosite Inc., in matters unrelated to the Debtor.
- (k) *American Honda Motor Co., Inc.* is listed as a notice party. K&L Gates has represented American Hondas Motor Co. in matters unrelated to the Debtor.
- (l) *AT&T* is listed as utility and telecommunications provider. K&L Gates has represented AT&T, Inc. and various affiliates in matters unrelated to the Debtor.
13. This concludes my declaration.

28 U.S.C. § 1746 Declaration

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my information, knowledge, and belief.

Executed this 3rd day of December, 2020 in Miami, Florida.



Jeffrey T. Kucera